

Regina Lyric Musical Theatre Bylaws

Article I - Name

1. The name of the organization shall be Regina Lyric Musical Theatre Inc.

Article II - Definitions

1. "the Organization" refers to Regina Lyric Musical Theatre Inc;
2. "Board" refers to the board of directors of the Organization for the time being;
3. "member" refers to a regular member or life member.
4. Annual General Meeting will be referred to as AGM.
5. General Meeting will be referred to as GM.
6. Information Service Corporation will be referred to as ISC.

Article III – Objectives of the Organization

1. To be a voluntary, non-profit organization.
2. To advance the art of musical theatre with emphasis on Saskatchewan talent.
3. To encourage, sponsor, develop, and support, wherever possible, activities of its members and those concerned with musical theatre. Each activity sponsored or endorsed by the Organization shall be under the direction of the Board.

Article IV – Member Categories and Fees

1. Regular Members: Those who pay an annual fee, which shall be fixed from year to year at the AGM. The payment of the annual fee so fixed shall entitle a member to all the privileges of membership until the close of the next AGM.
 - a. The Lyric Singers semester registration fee shall include membership in the Organization for the current year.

- b. A member will be considered in good standing so long they have paid the required dues.
2. Sponsors, Patrons, Friends of the Organization: Those who contribute a sum set by the Board in excess of the membership fee for the purpose of assisting the aims of the Organization.
3. Life Members: Those who have served the Organization over a period of years and who, in the opinion of the Board, merit such honour. Not more than three (3) such memberships shall be given in any one (1) year, and no membership fee shall be charged to such members.

Article V – Member Rights and Obligations

1. The right to vote shall be extended to members and life members.
2. The right to hold office or chair a committee in the Organization shall be restricted to members only.
3. Any member may withdraw from the Organization at any time by giving notice to the Board, but upon withdrawal the member shall not be entitled to a refund of any portion of fees that member may have paid.
4. Members shall have access to the Bylaws.
5. The Organization shall ensure that the financial interests of the Organization and those of individuals continue to remain separate.
6. The Organization recognizes that from time to time members of the Board may offer their services to the Organization on a professional level. To protect the individual and the Organization from a conflict of interest or perceived conflict of interest, the Organization shall ensure that Board members who are applying for paid positions in a production such as director, music/vocal director, shall excuse themselves from all discussions related to that matter.

Article VI – Board

1. The number of Board members of the Organization shall be twelve (12) consisting of a Past-President, President, Vice-President, Secretary, Treasurer and up to seven (7) Members-at-Large.

2. The Executive shall consist of the following positions:
 - a. President
 - b. Past-President
 - c. Vice-President
 - d. Secretary
 - e. Treasurer
3. The Board may appoint individuals who are not necessarily Board members to serve on committees or fulfill such functions as:
 - Bylaws
 - Marketing
 - Nomination
 - Publicity
 - Show Selection
 - Wardrobe and Property Management
4. Job Descriptions and Responsibilities can be found in the “RLMT – Job Duties and Responsibilities” document.

Article VII – Board Method of Election and Term of Office

1. The President is elected for a three-year (3) term. They are eligible for re-election at the AGM. Following their term of office, the President will serve as Past President. In the event that the President is re-elected for successive terms, the Past President may choose to remain in the Past President position. As the Past-President is not elected. The Past-President does have voting rights at meetings of the Board.
2. The Vice-President is elected for a three-year (3) term. They are eligible for re-election at the AGM.
3. The term of all other Executive members shall be three-year (3) terms. The Secretary, and two Members-at-Large shall be two-year (2) terms alternating years; and the Treasurer, and two Members-at-Large shall be two-year (2) terms alternating years.
4. Board members shall be elected by the members by ballot at the AGM. Board members hold office until the conclusion of the AGM at which their successors are elected.
5. The Organization shall send a list of the names and contact information of the Board to the Director, Corporations Branch, Saskatchewan Justice with the annual Corporations Branch return.

6. The Board is empowered to fill any vacancies in any of the offices by appointment. Any appointed Board member shall serve until the next AGM. Retiring officers are eligible for re-election at any AGM.
7. In the event of a deadlock vote at an Board or member meeting, the presiding officer shall cast the deciding vote.

Article VIII - Casting

1. Open auditions will be held for most productions, and members of the Organization will be notified in advance as to the time and place of the auditions.
2. Anyone is eligible to be cast. All prospective performers must audition. By the first rehearsal membership dues must be paid upfront and in full.
3. If an individual who is cast in a show indicates that due to financial hardship, they are unable to pay the member fee, the Board may choose to exempt that individual from paying the fee.
4. If the ~~production~~ Director is unable to cast a key role, they may invite a performer who has not auditioned to fill the role, and while that performer will be invited to become a member, they are not exempted from paying a member fee.
5. Casting shall be decided upon by the production's director, and, if applicable, vocal/music director(s). It is preferable to have a member of the Board (the producer if possible) in attendance at auditions.

Article IX – Production Staff

1. The Board shall approve or deny decisions brought forward by the production team.
2. For each production, one (1) member from the Board will be appointed by the Board to act as the producer of that production. It will be the responsibility of the producer to report directly to the Board on all matters pertaining to the production on an on-going basis.
 - a. The Board may also appoint an external producer(s) for production(s).
3. The director will be chosen by the Board. The producer will report to the Board directly.
4. The producer shall present a report to the Board on completion of the production indicating concerns and recommendations.

Article X - Honoraria

1. Honoraria may be given to members of the production staff at the discretion of the Board.

Article XI – Meetings/Quorum/Voting

1. There shall be an AGM of the Organization in the fall. The time and place of this meeting shall be set by the Board and notice shall be given to the membership.
 - a. The number of voting members present at any annual or special meeting shall constitute a quorum.
2. GMs may be called by the President or, in their absence, by the Vice-President and shall be held regularly. A quorum shall consist of fifty percent plus one (50% + 1).
3. The President shall chair GMs.
 - a. If the President is absent the Vice-President shall chair GMs.
4. Special meetings of the general membership shall be called by the President upon written application of at least ten (10) members in good standing, submitted to the President or Secretary. At least ten (10) days' notice shall be given of all special meetings and shall indicate the business to be handled at the meeting.
5. GMs and AGMs may be held in person, videoconference, or teleconference (including over the Internet). If an in-person meeting is called, individuals may attend the meeting via videoconference or teleconference and it will count towards quorum. So long as all persons participating can hear each other at the same time (and, if by videoconference, can see each other as well).
6. Voting rules shall follow the latest edition of Robert's Rule of Order.
7. Motions and voting may be done via e-mail. If a motion and vote is done through e-mail Robert's Rule of Order still apply.
 - a. The motion must be voted upon within seventy-two (72) hours.

Article XII – Rules of Order

1. The order of business for the AGM, Board meetings, and special meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Article XIII - Amendments

1. The Bylaws may be amended at any AGM of the Organization by members present provided that:
 - a. Notice of the proposed amendments be submitted in writing to the ~~Executive~~ Board at least six (6) weeks prior to the annual meeting;
 - b. The proposed amendments be posted on the Organization's website prior to the AGM.
2. For a proposal to amend the Bylaws to be successful, it must be approved by at least two-thirds (2/3) of the members who vote at the AGM, no amendments to the proposal are permitted at the meeting.
3. Amendments to the Bylaws become effective upon the adjournment of the AGM.

Article XIV – Fiscal Year

1. The fiscal year of the Organization shall be from September 1 to August 31.

Article XV – Financial Management and Reporting

1. The Board shall:
 - a. Approve a budget for each show;
 - b. Approve individual expenditures that have not been approved in a show budget;
 - c. Issue cheques that have been signed by two (2) of the following Executive members: President, Treasurer, Secretary;
 - d. Any two (2) of the President, Treasurer, or Secretary may execute any documents required for the provision of financial services on behalf of the Organization (ie: account opening, change of signing officers, closing accounts);
 - e. Use the Corporation credit card for expenditures that have been approved in advance by the Board;
 - f. Review and initial each monthly bank statement;
 - g. Present to the members at every AGM a financial report for the year ended;
 - h. Within six (6) months following the AGM, the Board shall approve a Financial Statement that has been reviewed by an authorized accounting firm.
2. Reimbursement Policy

- a. If purchases must be made on behalf of the Organization that requires member(s) to pay without the use of the operation budget or company credit card, the member(s) may submit their receipt(s) within sixty (60) days of purchase.
 - b. If purchases must be made on behalf of a production that requires member(s) to pay without the use of the production budget or company credit card, the member(s) may submit their receipt(s) within sixty (60) days of purchase.
 - c. All reimbursement(s) must be followed with proof of purchase and/or receipt.
 - d. The Board has the right to approve or deny any reimbursement(s).
3. The Organization must follow ISC regulations when auditing the financial statements.
 - a. An audit of financial statements is required if revenues exceed \$250,000.
 - b. A review of financial statement is required if revenues exceed \$25,000 but do not exceed \$250,000. If revenues fall within this range, a review will be completed. An audit will only be completed if the motion of an audit is approved at the AGM;
 - c. There is no requirement for an audit or review if revenues do not exceed \$25,000. If revenues are below \$25,000, a motion must be approved at the AGM to waive the review and/or audit.

Article XVI - Interpretation

1. Any ambiguity in the interpretations of the Bylaws shall be resolved at the sole discretion of the Board whose decisions shall be final and binding and the principles of which shall be incorporated in the Bylaws at the next AGM.

Article XVII – Dissolution of the Organization

1. In the event of dissolution of the Organization, its property and assets may, after payment of all liabilities, be donated to one or more recognized charitable organization in Canada, as may be decided by the Organization at an AGM or special meeting.

Article XVIII – Code of Ethics of the Board

1. As volunteers, we recognize that the Organization will not be compensating us for our time or work, with the exception of Clause V(5).
2. We have an obligation to conduct ourselves in a manner which furthers the best interests of the Organization and does not bring ourselves or the corporation into disrepute.
3. We will conduct our duties for the corporation with a high level of integrity and professionalism and will commit ourselves to assisting and supporting colleagues. We will communicate respectfully with fellow Board members, volunteers, members, supporters, and the broader community on matters concerning the Organization.
4. We will publicly and personally support the mission statement and will abide by the mission, vision, and values of the Organization.
5. We will regularly attend and participate in Board, committee, and other meetings, as applicable to our positions in the Organization.
6. We will ensure the duties pursuant to our portfolios are fulfilled.
7. We will ensure potential conflicts of interest are disclosed.
8. When representing the Organization in public, we will ensure that the Organization's policy/messaging is presented rather than our own personal opinions. We will represent the Organization in public or in the media only if authorized by the Board.
9. Fundraising activities will be consistent with the mission of the Organization. We will support the Organization financially by contributing to and assisting with fundraising endeavors.
10. We will follow, without exception, all policies that have been approved by the Board.

Article IX – Removal of Executive Member

1. A violation of the Code of Ethics will be subject to a special meeting of the general membership, held exclusively to consider the removal of the Board member in question.

Article XX – Cancellation of a Membership

1. A violation of the Code of Ethics by a regular or life member will be subject to a meeting of the Board to consider the cancellation of the membership of the member in question.
2. If a member must leave throughout a production the Organization shall not refund their membership fee(s).

- a. Notwithstanding Article XX (2), if a member must leave throughout a production due to extreme circumstances, the Board may decide whether to issue a refund for the membership fee.